

**UNANIMOUS WRITTEN CONSENT OF THE SHAREHOLDERS
OF PAUL GIORDANO & SONS, INC.**

The undersigned, being all of the shareholders of **PAUL GIORDANO & SONS, INC.** (the "**Company**") entitled to cast all of the votes that would be necessary to authorize the actions approved herein at a meeting at which all shareholders entitled to vote thereon were present and voting, in accordance with Section 1766 of the Pennsylvania Business Corporation Law of 1988 and the Company's bylaws and Articles of Incorporation, hereby adopts this unanimous written consent in lieu of formally holding a shareholders' meeting.

RESOLVED that, in the business judgment of the Shareholders of the Company, due to the circumstances affecting the Company, it is desirable and in the best interests of the Company, its creditors, stockholders, and other interested parties that it file a Petition commencing a case seeking relief under Chapter 7 of the Bankruptcy Code (the "Chapter 7 Case") and as such, the commencement of a Chapter 7 Case is authorized hereby; and it is further

RESOLVED that any duly elected Officers of the Company (each an "Authorized Officer") in such capacity individually are hereby authorized, empowered and directed on behalf of the Company to execute, deliver and verify a Petition in the name of the Company under Chapter 7 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Pennsylvania ("Bankruptcy Court") in such form and at such time as the Authorized Officer executing said petition on behalf of the Company shall determine appropriate, and the execution and delivery thereof by such Authorized Officer shall be conclusive evidence of such Authorized Officer's determination and the Shareholders' approval thereof; and it is further

RESOLVED that any Authorized Officer, be and hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to execute, deliver, verify, and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all documents necessary or appropriate in connection with the filing and the commencement of the Chapter 7 Case, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, in such form as any Authorized Officer shall determine appropriate, such execution, delivery, verification and/or filing to be conclusive evidence of such Authorized Officer's determination and approval thereof and in that connection to employ and retain all assistance by legal counsel, accountants and other professionals and to take any and all action which he deems necessary or proper in connection with the Chapter 7 Case, with a view to the successful prosecution of such case; and it is further

RESOLVED that any Authorized Officer be, and hereby is, authorized, in the name and on behalf of the Company to take or cause to be taken any and all such further action and to enter into and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in his judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions, as any Authorized Officer shall determine necessary, proper or desirable, such taking of action and/or execution and/or delivery of such documents to be conclusive evidence of such Authorized Officer's determination and this Shareholders' approval thereof and it is further

RESOLVED that all actions previously taken by any Authorized Officer in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved as acts of the Company; and it is further

RESOLVED that the Shareholders hereby confirm that these resolutions supersede any prior resolutions of the Shareholders, if any, that are inconsistent with these resolutions solely to the extent of any such inconsistency; and it is further

RESOLVED that the Shareholders hereby authorizes any Authorized Officer in the name and on behalf of the Company to make such corrective or minor modifications or additions to the foregoing resolutions as shall be deemed necessary or appropriate, so long as the resolutions, as so modified or supplemented, effect the intent and purposes of these resolutions; and it is further

RESOLVED that these resolutions may be executed in one or more counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument for purposes of these resolutions, a facsimile copy, an email of a PDF file containing a copy of the signature page or the electronic signature of any person executing these resolutions shall be effective as an original signature and effective as an execution counterpart thereof; and it is further

RESOLVED that these resolutions shall be recorded as minutes of the Shareholders for the Company.

WITNESS the due execution hereof as of this 15th day of September, 2024.

September 15, 2024
Date of Execution



Paul V Giordano Sr

September 15, 2024
Date of Execution



Grace A Giordano